



August 26, 1998

Janice Fort  
Surface Transportation Board  
Recordation Office  
1925 K Street  
Suite 70  
Washington D.C. 20423

RECORDATION NO. 20972 FILED A

AUG 28 '98

9-48AM

Dear Janice,

Enclosed is an original plus 2 copies, all notarized for the following.

All transactions between The Cit Group/Equipment Financing Inc. and Archer Daniels Midland Company.

- 1) Memorandum of Lease Extension dated 8/4/98
- 2) Memorandum of Lease Extension dated 8/4/98
- 3) Memorandum of Railcar Lease dated 8/11/98

Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention. I have enclosed a FED X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler  
Administrator

enclosure

THIS MEMORANDUM OF LEASE EXTENSION dated as of this 4th day of August, 19 98, is made by Archer Daniels Midland Company, a Delaware corporation, with an address at 4666 Faries Parkway, P.O. Box 1470, Decatur, IL 62525 (the "Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the "Parties").

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KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Lease Extension Certificate (the "Certificate") dated as of August 4, 1998 covering the equipment listed on Schedule A hereto (the "Equipment") and extending a Railroad Equipment Lease originally dated as of August 29, 1997 (the "Lease");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Certificate, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Certificate, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: [Signature]  
Name: Lawrence Littlefield  
Title: Vice President

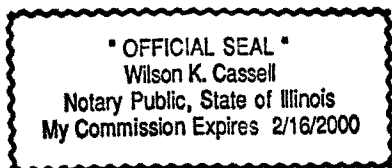
ARCHER DANIELS MIDLAND COMPANY,

By: [Signature]  
Name: Randy Nevoay  
Title: Vice President-Rail Transportation

STATE OF )  
 ) SS:  
COUNTY OF )

On this 21st day of July, 1998 before me personally appears  
Sandy Dummer, to me personally known, who by me duly sworn, says that  
he/she is the Vice President - Rail Transportation of ARCHER DANIELS MIDLAND  
COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said  
Company by authority of its Board of Directors, and he/she acknowledged that the execution of  
the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Wilson K. Cassell  
Notary Public

[SEAL]

My Commission expires: 2/16/2000

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF NEW YORK )

On this 4<sup>th</sup> day of AUGUST, 1998 before me personally appears  
LAWRENCE E. LITTLEFIELD, to me personally known, who by me duly sworn, says that  
he/she is the VICE-PRESIDENT of THE CIT GROUP/EQUIPMENT  
FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the  
said Company by authority of its Board of Directors, and he/she acknowledged that the execution  
of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner  
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER  
Notary Public, State of New York  
No. 01GA5065133  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires Sept. 3, 1998

Schedule A

Number of Cars and Car Description

Car Mark and Numbers

200 5150 c.f. Capacity Covered Hopper Cars

See Schedule A attached

**SCHEDULE A**

1	CEFX 10000	51	CEFX 10314	101	CEFX 10549	151	CEFX 10630
2	CEFX 10003	52	CEFX 10315	102	CEFX 10550	152	CEFX 10631
3	CEFX 10004	53	CEFX 10316	103	CEFX 10552	153	CEFX 10632
4	CEFX 10007	54	CEFX 10320	104	CEFX 10553	154	CEFX 10633
5	CEFX 10013	55	CEFX 10322	105	CEFX 10555	155	CEFX 10634
6	CEFX 10015	56	CEFX 10326	106	CEFX 10556	156	CEFX 10635
7	CEFX 10017	57	CEFX 10328	107	CEFX 10558	157	CEFX 10636
8	CEFX 10018	58	CEFX 10329	108	CEFX 10559	158	CEFX 10637
9	CEFX 10019	59	CEFX 10331	109	CEFX 10563	159	CEFX 10638
10	CEFX 10021	60	CEFX 10332	110	CEFX 10566	160	CEFX 10639
11	CEFX 10025	61	CEFX 10334	111	CEFX 10572	161	CEFX 10640
12	CEFX 10026	62	CEFX 10335	112	CEFX 10573	162	CEFX 10641
13	CEFX 10027	63	CEFX 10337	113	CEFX 10577	163	CEFX 10642
14	CEFX 10028	64	CEFX 10338	114	CEFX 10578	164	CEFX 10643
15	CEFX 10029	65	CEFX 10342	115	CEFX 10580	165	CEFX 10644
16	CEFX 10031	66	CEFX 10344	116	CEFX 10581	166	CEFX 10645
17	CEFX 10032	67	CEFX 10345	117	CEFX 10582	167	CEFX 10646
18	CEFX 10033	68	CEFX 10346	118	CEFX 10583	168	CEFX 10647
19	CEFX 10038	69	CEFX 10347	119	CEFX 10584	169	CEFX 10648
20	CEFX 10039	70	CEFX 10348	120	CEFX 10585	170	CEFX 10649
21	CEFX 10040	71	CEFX 10349	121	CEFX 10587	171	CEFX 10650
22	CEFX 10041	72	CEFX 10350	122	CEFX 10589	172	CEFX 10651
23	CEFX 10043	73	CEFX 10351	123	CEFX 10591	173	CEFX 10652
24	CEFX 10044	74	CEFX 10353	124	CEFX 10594	174	CEFX 10653
25	CEFX 10048	75	CEFX 10354	125	CEFX 10595	175	CEFX 10654
26	CEFX 10050	76	CEFX 10356	126	CEFX 10598	176	CEFX 10655
27	CEFX 10052	77	CEFX 10357	127	CEFX 10599	177	CEFX 10657
28	CEFX 10053	78	CEFX 10358	128	CEFX 10601	178	CEFX 10659
29	CEFX 10054	79	CEFX 10359	129	CEFX 10602	179	CEFX 10662
30	CEFX 10271	80	CEFX 10360	130	CEFX 10604	180	CEFX 10664
31	CEFX 10272	81	CEFX 10362	131	CEFX 10607	181	CEFX 10669
32	CEFX 10273	82	CEFX 10364	132	CEFX 10609	182	CEFX 10670
33	CEFX 10277	83	CEFX 10365	133	CEFX 10611	183	CEFX 10671
34	CEFX 10278	84	CEFX 10367	134	CEFX 10612	184	CEFX 10672
35	CEFX 10280	85	CEFX 10370	135	CEFX 10613	185	CEFX 10673
36	CEFX 10281	86	CEFX 10371	136	CEFX 10614	186	CEFX 10674
37	CEFX 10282	87	CEFX 10372	137	CEFX 10615	187	CEFX 10675
38	CEFX 10283	88	CEFX 10374	138	CEFX 10616	188	CEFX 10676
39	CEFX 10284	89	CEFX 10376	139	CEFX 10617	189	CEFX 10677
40	CEFX 10301	90	CEFX 10377	140	CEFX 10618	190	CEFX 10678
41	CEFX 10302	91	CEFX 10379	141	CEFX 10619	191	CEFX 10679
42	CEFX 10303	92	CEFX 10381	142	CEFX 10620	192	CEFX 10680
43	CEFX 10304	93	CEFX 10382	143	CEFX 10621	193	CEFX 10681
44	CEFX 10306	94	CEFX 10383	144	CEFX 10622	194	CEFX 10683
45	CEFX 10307	95	CEFX 10384	145	CEFX 10623	195	CEFX 10684
46	CEFX 10308	96	CEFX 10386	146	CEFX 10624	196	CEFX 10685
47	CEFX 10310	97	CEFX 10387	147	CEFX 10626	197	CEFX 10686
48	CEFX 10311	98	CEFX 10389	148	CEFX 10627	198	CEFX 10687
49	CEFX 10312	99	CEFX 10529	149	CEFX 10628	199	CEFX 10688
50	CEFX 10313	100	CEFX 10544	150	CEFX 10629	200	CEFX 10689